

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>,)	Case No. 01-1139 (KJC)
)	
Reorganized Debtors.)	Objection Deadline: April 3, 2014 at 4:00 p.m.
)	Hearing: To Be Determined

**COVER SHEET TO THIRD QUARTERLY APPLICATION OF
ROGER FRANKEL, ASBESTOS PI FUTURE CLAIMANTS'
REPRESENTATIVE FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD
OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013**

Name of Applicant:	Roger Frankel, Asbestos PI Future Claimants' Representative ("FCR")
Authorized to Provide Professional Services to:	W.R. Grace & Co., <u>et al.</u>
Date of Retention:	As of May 16, 2013 (pursuant to this Court's Order entered June 14, 2013)
Period for which compensation is sought:	October 1, 2013 through December 31, 2013
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$136,265.25
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$753.70
This is an: <u> X </u> interim <u> </u> monthly <u> </u> final application.	

PRIOR QUARTERLY APPLICATIONS FILED

The FCR was appointed as of May 16, 2013 pursuant to an Interim Order entered by the Court on May 29, 2013 [Dkt. No. 30681], as amended May 30, 2013 [Dkt. No. 30689], and which became a final order by its terms as of June 14, 2013 [Dkt. No. 30756]. This is the FCR's third quarterly fee application. The FCR's first quarterly fee application was filed on September 13, 2013 [Dkt. No. 31131] requesting \$142,683.00 in fees and \$251.40 in expenses. The FCR's second quarterly fee application was filed on December 5, 2013 [Dkt. No. 31436] requesting \$110,892.75 in fees and \$762.88 in expenses.

**COMPENSATION SUMMARY
OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013**

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Roger Frankel	Future Claimants' Representative	\$995	138.20	\$136,265.25 ¹
TOTAL				\$136,265.25¹
Blended Rate: \$986				

**COMPENSATION BY PROJECT CATEGORY
OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013**

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Compensation of FCR	1.50	\$1,492.50
Litigation	126.50	\$125,867.50
Retention of FCR and FCR Professionals	7.70	\$7,661.50
Travel (Non-Working)	2.50	\$1,243.75
TOTAL	138.20	\$136,265.25

¹ This amount represents a reduction in the aggregate amount of \$1,243.75 for certain non-working travel identified in the FCR's October invoice (\$497.50) and November invoice (\$746.25).

EXPENSE SUMMARY
OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013

<u>Expense Category</u>	<u>Total Expense</u>
Duplicating	\$6.30
Travel - Airfare	\$696.50 ²
Travel - Taxi	\$50.90
TOTAL	\$753.70

The FCR follows the expense policy established by the FCR's former law firm, Orrick, Herrington & Sutcliffe LLP ("Orrick").³ Orrick's Client Charges and Disbursements Policy effective January 1, 2013, are as follows:

- a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication.
- b. ***Long Distance Telephone and Facsimile Charges*** -- Orrick does not charge clients for long distance telephone calls. Out-going facsimile transmissions are charged at \$1.00 per page, and there is no charge for incoming facsimiles.
- c. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.
- d. ***Overtime*** -- It is Orrick's practice to allow staff and certain paraprofessionals in its Washington D.C. office working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge of up to \$7.50. It is Orrick's practice to allow professionals

-
- 2 This amount represents Roger Frankel's round-trip air travel from Washington, DC to New York on four separate occasions to attend meetings in connection with, among other things, the asbestos trust to be established in these cases: (1) August 26, 2013 in the total amount of \$208.95; (2) September 10, 2013 in the total amount of \$208.95; (3) September 29, 2013 in the amount of \$139.30 (this represents a portion of the total of \$417.90 split between 3 clients); and (4) October 2, 2013 in the amount of \$139.30 (also split between 3 clients).
 - 3 The FCR withdrew as a partner in Orrick, Herrington & Sutcliffe LLP ("Orrick") effective as of January 15, 2014, and formed Frankel Wyron LLP. Accordingly, the fees and expenses incurred by the FCR from October 1, 2013 through December 31, 2013 are to be paid to Orrick, and the fees and expenses incurred by the FCR thereafter are to be paid to Frankel Wyron LLP. The FCR intends to file a separate application for fees and expenses incurred in connection with his services as the FCR for the time period from January 16, 2014 through February 3, 2014.

and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances. Orrick generally utilizes secretarial assistance in connection with monitoring and updating case dockets and downloading, circulating and printing of pleadings filed in the case. Thus, certain charges may be incurred by secretaries for overtime. (Note: These charges are at rates less than that charged by Orrick paralegals or other professional staff who may have otherwise performed this type of work.)

e. ***Computerized Research*** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. Use of fee based internet research services is charged at Orrick's cost.

Respectfully submitted,

By: /s/ ROGER FRANKEL

Roger Frankel, in his capacity as the Asbestos
Personal Injury Future Claimants' Representative
c/o Frankel Wyron LLP
2101 L Street, N.W., Suite 800
Washington, DC 20037
(202) 903-0700

Dated: March 14, 2014